

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re: |) | Case No. 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| ----- |) | |

**STIPULATION AND ORDER PURSUANT TO 11 U.S.C. § 362(d)
MODIFYING THE AUTOMATIC STAY IMPOSED BY 11 U.S.C. § 362(a)**

WHEREAS each of the parties listed on Exhibit 1 hereto (each a “**Requesting Party**” and collectively, the “**Requesting Parties**”) asserts that it holds a senior mortgage or security interest in the respective properties set forth on Exhibit 1 hereto (each, a “**Mortgaged Property**” and collectively the “**Mortgaged Properties**”);

WHEREAS undersigned counsel represents each of the Requesting Parties;

WHEREAS the Requesting Parties have obtained a foreclosure or other title search in connection with the pending or prospective foreclosure of each of the respective Mortgaged Properties which indicates that one of the above-captioned debtors (the “**Debtors**”) may hold a lien on the Mortgaged Property;

WHEREAS the Requesting Parties have requested (each a “**Request**,” and collectively, the “**Requests**”) that the Debtors consent to relief from the automatic stay, pursuant to section 362(d) of title 11 of the United States Code (the “**Bankruptcy Code**”), in order to permit the Requesting Parties to commence and/or complete the foreclosure of their respective interests in the Mortgaged Properties;

WHEREAS the Debtors and the ResCap Liquidating Trust, following a review of their records, have determined that to the best of their knowledge they no longer hold an interest in the Mortgaged Properties, although, in some instances an assignment of the Debtors’ mortgage has not yet been filed;

WHEREAS the Debtors and the ResCap Liquidating Trust have agreed to consent to the Requests on the terms and conditions contained in this Stipulation and Order to permit the Requesting Parties to proceed with foreclosures without violating the automatic stay;

WHEREAS the Stipulation and Order is not being submitted under the Procedures approved by the Bankruptcy Court in the *Order Pursuant to Bankruptcy Code Sections 105(a) and 362(d) for Entry of an Order Approving Procedures by Which Third Parties May Request and Obtain Stipulated Relief from the Automatic Stay to Commence or Continue Actions to Foreclose Senior Liens* [Docket No. 1824] (“**Procedures Order**”) due to the omnibus nature of the relief agreed upon;

NOW, THEREFORE, it is hereby stipulated and agreed as between the Debtors and each Requesting Party, each solely in respect of the Mortgaged Properties for which such Requesting Party seeks relief from the automatic stay, through their undersigned counsel; and after due deliberation and sufficient cause appearing, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Requests are granted as set forth herein.
2. To the extent applicable, the automatic stay imposed in this case by section 362(a) of the Bankruptcy Code is modified under section 362(d) of the Bankruptcy Code to the extent necessary to allow each of the Requesting Parties to commence and/or complete the foreclosure of the mortgage and security interest it holds on the respective Mortgaged Property, as specified on **Exhibit 1** hereto.
3. By entering into this Stipulation and Order, counsel for the Requesting Party hereby represents that it is authorized to execute this Stipulation and Order on behalf of each of the Requesting Parties.

4. Nothing in this Stipulation and Order shall be deemed to affect in any way the rights of any entity, including the Debtors or The ResCap Liquidating Trust, to contest in any foreclosure proceeding the validity or relative priority of the applicable Requesting Party's mortgage and security interest in the respective Mortgaged Property relative to any other lien on such Mortgaged Property.

5. Nothing in this Stipulation and Order shall be construed to provide for annulment of or any other retroactive relief from the automatic stay.

6. Requesting Party shall provide due notice to all parties required by applicable law to receive notice, as well as to the Debtors and The ResCap Liquidating Trust¹, Ocwen Loan Servicing, LLC², and Green Tree Servicing LLC³, in connection with any action to be taken with respect to the respective Mortgaged Property, including, but not limited to, proceeding with a sale of such Mortgaged Property, in accordance with and to the extent the Requesting Party would be required by applicable state law to provide notice to the holder of any lien on such Mortgaged Property.

7. A Requesting Party and the Debtors may agree, in a signed writing, to a modification of this Stipulation and Order solely with respect to the application of this Stipulation and Order to such Requesting Party, and such signed writing shall not be deemed to affect in any manner the application of this Stipulation and Order to any other Requesting Party, provided, however, that except as specifically set forth in this paragraph, this Stipulation and Order may not be modified other than by further order of the Court.

¹ Notices should be served on the Debtors and The ResCap Liquidating Trust, at Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808 and 8400 Normandale Lake Boulevard, Bloomington, MN 55437.

² Notices should be served on Ocwen Loan Servicing, LLC, at 1100 Virginia Drive, Fort Washington, PA 19034 (Attn: Peter J. Mulcahy, Esq.).

³ Notices should be served on Green Tree Servicing LLC via email at: Foreclosure_Team@gt-cs.com or via mail addressed to: Green Tree Servicing LLC, Mailstop: R214, 1400 Turbine Drive, Rapid City, SD 57703.

8. This Stipulation and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which when taken together shall constitute one and the same instrument.

9. Pursuant to Bankruptcy Rule 4001(a)(3), the 14-day stay of this Stipulation and Order imposed by such Bankruptcy Rule is waived. Each Requesting Party is authorized to implement the provisions of this Stipulation and Order immediately upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Stipulation and Order.

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| <p>GMAC MORTGAGE, LLC</p> <p>By: <u>/s/ Norman S. Rosenbaum</u> Norman S. Rosenbaum Erica J. Richards James A. Newton MORRISON & FOERSTER LLP 250 West 55th Street New York, New York 10019 Telephone: (212) 468-8000 Facsimile: (212) 468-7900</p> <p><i>Counsel for the Debtors and The ResCap Liquidating Trust</i></p> | <p>EACH OF THE REQUESTING PARTIES SET FORTH ON <u>EXHIBIT 1</u>, HERETO, EACH SOLELY IN RESPECT OF THE MORTGAGED PROPERTY FOR WHICH IT SEEKS RELIEF FROM THE AUTOMATIC STAY</p> <p>By: <u>/s/ Michelle C. Marans</u> Michelle C. Marans FRENKEL, LAMBERT, WEISS, WEISMAN & GORDON, LLP 53 Gibson Street Bay Shore, New York 11706 Telephone: (631) 969-3100 Facsimile: (631) 969-3101</p> <p><i>Counsel for the Requesting Parties</i></p> |
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SO ORDERED.

Dated: July 11, 2014
New York, New York

/s/MARTIN GLENN
MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

| | REQUESTING PARTY | LIENHOLDER | BORROWER NAME(S) | ADDRESS |
|----|----------------------------------|--|--|---|
| 1 | MIDFIRST BANK | MIDFIRST BANK | AMATO, EMANUEL & CAROLYN M. | 9348 PINE STREET, TAYLOR, MI 48180 |
| 2 | MIDFIRST BANK | MIDFIRST BANK | BORING, MICHELLE L. & ROWLEY, HOLLY R. | 485 LONGMERE DRIVE, KENT, OH 44240-3420 |
| 3 | MIDFIRST BANK | U.S. BANK NATIONAL ASSOCIATION AS TRUSTEE ON BEHALF OF THE HOLDERS OF THE CITIGROUP MORTGAGE LOAN TRUST INC. ASSET-BACKED PASS-THROUGH CERTIFICATES, SERIES 2007-OPX1 | CASTRO, DINA AURORA | 720 NORTH AVENUE 51, LOS ANGELES, CA 90042 |
| 4 | MIDFIRST BANK | MIDFIRST BANK | DEPPE, PAUL C. SR & JEANNETTE A. | 8354 S. EVERETT WAY, APARTMENT C, LITTLETON, CO 80128 |
| 5 | SELECT PORTFOLIO SERVICING, INC. | WELLS FARGO BANK, N.A., AS TRUSTEE ON BEHALF OF THE CERTIFICATE HOLDERS OF THE HSI ASSET LOAN OBLIGATION TRUSTEE 2007-AR1, MORTGAGE PASS THROUGH CERTIFICATES, SERIES 2007-AR1 | DIXON, PATRICIA A. | 2805 LEDGESTONE COURT, NAPERVILLE, IL 60564-0000 |
| 6 | MIDFIRST BANK | MIDFIRST BANK | HOGAN, ALAN M. | 381 SAINT JOHN ROAD NW, BIRMINGHAM, AL 35215 |
| 7 | MIDFIRST BANK | MIDFIRST BANK | JOBE, JAMES S. & KIMBERLY ANN | 4048 NILE AVENUE, GROVEPORT, OH 43125 |
| 8 | MIDFIRST BANK | MIDFIRST BANK | LAVOIE, MARGARET | 339-341 BROADWAY, PAWTUCKET, RI 02860 |
| 9 | MIDFIRST BANK | MIDFIRST BANK | LAWSON, IVAN & DENA | 1220 CAP AU GRIS, TROY, MO 63379 |
| 10 | MIDFIRST BANK | MIDFIRST BANK | LEWIS, HEATHER HANSON & JOHN PAUL | 1662 ASTAIRE COURT, SANTA ROSA, CA 95403 |
| 11 | SELECT PORTFOLIO SERVICING, INC. | WELLS FARGO BANK, N.A., AS TRUSTEE ON BEHALF OF THE CERTIFICATE HOLDERS OF THE HSI ASSET LOAN OBLIGATION TRUSTE | MARTINEZ, NANCY M & RAFAEL | 3888 SHOREVIEW DRIVE, KISSIMMEE, FL |

| | REQUESTING PARTY | LIENHOLDER | BORROWER NAME(S) | ADDRESS |
|----|----------------------|--|----------------------------------|--|
| | | 2007-AR1, MORTGAGE PASS THROUGH CERTIFICATES, SERIES 2007-AR1 | | |
| 12 | MIDLAND MORTGAGE CO. | MIDFIRST BANK | MCBEE, GARY A. & MARGO F. | 1313 PARKWOOD COURT, DERBY, KS 67037 |
| 13 | MIDFIRST BANK | MIDFIRST BANK | MCPHERSON, CARL L. | 532 HUBBARD STREET, ALLEGAN, MI 49010 |
| 14 | MIDFIRST BANK | MIDFIRST BANK | MIDKIFF, RICKY L. & SUSAN C | 1875 LEOTI DRIVE, COLORADO SPRINGS, CO 80915 |
| 15 | MIDFIRST BANK | HSBC BANK USA, NATIONAL ASSOCIATION AS TRUSTEE ON BEHALF OF THE HOLDERS OF THE OPTEMAC ASSET-BACKED PASS-THROUGH CERTIFICATES, SERIES 2006-1 | ONYEMELUKWE, CHIDOZIE | 3537 SW HAMLIN SQUARE, ATLANTA, GA 30331 |
| 16 | MIDFIRST BANK | MIDFIRST BANK | ORZECOWSKI, MICHAEL J. | 20 CROWLEY HILL ROAD, CANDIA, NH 03034 |
| 17 | MIDFIRST BANK | HSBC BANK USA, NATIONAL ASSOCIATION AS TRUSTEE ON BEHALF OF THE HOLDERS OF THE OPTEMAC ASSET-BACKED PASS-THROUGH CERTIFICATES, SERIES 2006-2 | RILEY, BRADFORD | 1205 EAST MESA AVENUE, FRESNO, CA 93710 |
| 18 | MIDFIRST BANK | MIDFIRST BANK | SHEA, COREY P. | 82 LONGVIEW STREET, 8, WATERFORD, CT 06385 |
| 19 | MIDFIRST BANK | MIDFIRST BANK | TAYLOR, DANIEL V. & JOSEPHINE R. | 101 PATRIOT WAY, BARCO, NC 27917 |
| 20 | MIDFIRST BANK | MIDFIRST BANK | TURNER, MICHAEL A. | 1224 N BASSWOOD, ANDOVER, KS 67002 |
| 21 | CAPITAL ONE, N.A. | CAPITAL ONE, N.A. | WAINWRIGHT, EDNA C. AND JOHN E. | 10001 FRANK TIPPETT ROAD, CHELTENHAM, MD 20623 |
| 22 | MIDFIRST BANK | MIDFIRST BANK | WILSON, DAN E. | 15627 CALLEY COURT, FALCON, CO 80831 |